

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ALLAN COHEN, ROBERT C. MORLINO, :
and JAMES A. WOODS, on behalf of :
themselves and all others similarly situated, :

Plaintiffs, :

v. :

C.A. No. 06-118 (KAJ)

PIONEER ELECTRONICS (USA) INC. :
and PIONEER CORP., :

Defendants. :

STIPULATION AND ORDER EXTENDING STAY OF ACTION

WHEREAS, on June 16, 2006, the Court entered an Order (D.I. 6) staying all proceedings in this action indefinitely pending the final approval of a nationwide class settlement by and among the parties to this action by the Superior Court of the State of California for the County of Los Angeles (the "California Court") in the case captioned Pioneer Elite PRO-x30 Cases, Case No. JCCP No. 4390;

WHEREAS, on July 31, 2006, the California Court entered a Final Judgment Granting Final Approval Of Class Action Settlement And Dismissing Action In Its Entirety With Prejudice, approving the nationwide class settlement and dismissing Case No. JCCP No. 4390 in its entirety with prejudice (the "July 31 Order") (attached hereto as Exhibit A); and

WHEREAS, the deadline to file an appeal from the July 31 Order is October 12, 2006 (the "Appeal Deadline") and although the parties to this action agree that the settlement approved by the July 31 Order resolves any and all claims that form the basis of this action, and paragraph 7(a) of the Settlement Agreement approved by the July 31 Order provides that this action should

be dismissed in its entirety with prejudice, the parties believe that it is appropriate to postpone dismissal of this action through and including the Appeal Deadline;

IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that the stay of this action shall be and hereby is extended through and including the Appeal Deadline and that as soon as practicable after the Appeal Deadline, the parties shall notify the Court of any appeal filed from the California Court's July 31 Order. If no appeal is filed by the Appeal Deadline, the parties shall cause to be filed with the Court a signed proposed Stipulation and Order of Dismissal, dismissing this action in its entirety with prejudice.

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*Attorneys for Defendant Pioneer
 Electronics (USA) Inc.*

Dated: August 21, 2006

SO ORDERED this ____ day of _____ 2006.

 U.S.D.J

CERTIFICATE OF SERVICE

I, Brian D. Long, hereby certify that on this 21st day of August 2006, I caused a true and correct copy of the foregoing Stipulation and [Proposed] Order Extending Stay of Action to be electronically filed and served via the ECF system upon all counsel of record.

RIGRODSKY & LONG, P.A.

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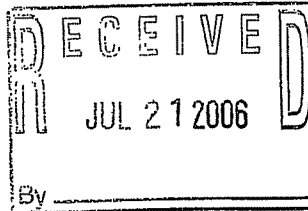
Defendants. :

**EXHIBIT A TO STIPULATION AND
ORDER EXTENDING STAY OF ACTION**

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FILED
LOS ANGELES SUPERIOR COURT



JUL 31 2006
JOHN *[Signature]* CLERK
BY L. HIRONAKA, DEPUTY

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

PIONEER ELITE PRO-x 30 CASES

Case No. JCCP No. 4390

Class Action Assigned to the
Honorable Victoria G. Chaney

~~[PROPOSED]~~ FINAL JUDGMENT GRANTING
FINAL APPROVAL OF CLASS ACTION
SETTLEMENT AND DISMISSING ACTION IN
ITS ENTIRETY WITH PREJUDICE

Date: July 31, 2006
Time: 9:30 a.m.
Dep't: 324

The Court having entered an order on June 8, 2006, (a) granting preliminary approval of the parties' proposed settlement memorialized in the Settlement Agreement attached hereto as Exhibit 1, (b) conditionally certifying a nationwide settlement class and (c) approving the notice to be given to the class; the Court having entered a supplemental order on June 14, 2006, approving publication of a summary class notice; and the Court having reviewed and considered the single objection submitted by one class member ("the Objection") and having reviewed and considered the arguments of the parties,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. The capitalized terms used herein have the same meanings as in the Settlement Agreement.

~~[PROPOSED]~~ FINAL JUDGMENT GRANTING FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND DISMISSING
ACTION IN ITS ENTIRETY WITH PREJUDICE

2. The notice heretofore provided to Class Members was the best notice practicable under the circumstances; is in full compliance with the laws of the State of California, the Federal Rules of Civil Procedure, the United States Constitution and due process; and fully and adequately informed Class Members of all material elements of the settlement and of each Class Member's right and opportunity to object to the settlement, to participate in the hearing before the Court on final approval of the settlement and to opt out of the class.

3. The Settlement Agreement is the product of serious, informed, non-collusive negotiations conducted at arms' length by the parties' respective counsel primarily through a series of mandatory settlement conferences before the Court. In making this finding, the Court considered Plaintiffs' estimate of the potential recovery, Defendants' defenses and potential liability, the amounts and kind of benefits available in the settlement, and the fact that a settlement represents a compromise of the parties' respective positions rather than a finding of liability at trial. The Court further finds that the terms and conditions of the Settlement Agreement have no obvious deficiencies and do not improperly grant preferential treatment to any individual class member. Accordingly, the Court finds that the Settlement Agreement was entered into in good faith pursuant to California Code of Civil Procedure § 877.6.

4. The Court considered the Objection and all of the other submissions presented with respect to the proposed settlement and heard counsel for Plaintiffs and the Class and counsel for Pioneer. Pursuant to California Code of Civil Procedure § 382 and Federal Rule of Civil Procedure 23, as approved for use in California courts in Vasquez v. Superior Court (1971) 4 Cal. 3d 800, 821, the Court finds that the terms of the Settlement Agreement are fair, reasonable and adequate and in the best interests of the class.

5. No class member has validly opted out of the class.

6. Plaintiffs, all Class Members and Pioneer shall comply with all of their obligations under the Settlement Agreement.

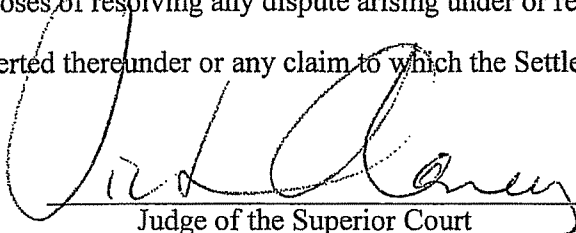
7. Class Counsel are awarded attorneys' fees and expenses in connection with this dispute, including all of the Actions, in the total amount of \$ 1,500,000⁰⁰, to be paid by

C. C. C.

1 Defendants in accordance with the terms and conditions of paragraph 11 of the Settlement
2 Agreement.

3 8. This action is dismissed in its entirety with prejudice; provided, however, that the
4 Court hereby retains jurisdiction for purposes of resolving any dispute arising under or relating to
5 the Settlement Agreement, any claim asserted thereunder or any claim to which the Settlement
6 Agreement provides a defense.

7 Dated: July 31, 2006.


Judge of the Superior Court

VICTORIA GERRARD CHASE

9 Approved as to form:

10 HUGHES HUBBARD & REED LLP
11 WILLIAM T. BISSET
12 DAVID A. LOMBARDERO
ALICIA D. MEW

13
14 By 

William T. Bisset
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Plaintiffs' and Class Counsel